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12/13/2007	200734603396	DOMESTIC ARTICLES/FOR PROFIT (ARF)	125.00	100.00	.00	.00	.00

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PORTER WRIGHT MORRIS & ARTHUR LLP
41 SOUTH HIGH STREET STE. 2800
ATTN: BARRY R. KISER
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner**1745333**

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

GERTRUD POEPELMANN CORP.

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

Document(s)

DOMESTIC ARTICLES/FOR PROFIT

Document No(s):

200734603396

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 December,
A.D. 2007.

Ohio Secretary of State



Prescribed by:

The Ohio Secretary of State
 Central Ohio: (614) 466-3910
 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us

e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
☒ Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
☐ No	PO Box 670 Columbus, OH 43216

INITIAL ARTICLES OF INCORPORATION

(For Domestic Profit or Nonprofit)

Filing Fee \$125.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

☒ (1) Articles of Incorporation Profit (113-ARF) ORC 1701	☐ (2) Articles of Incorporation Non-Profit (114-ARN) ORC 1702	☐ (3) Articles of Incorporation Professional (170-ARP) Profession _____ ORC 1785
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Complete the general information in this section for the box checked above.

FIRST: Name of Corporation	<u>Gertrud Poeppelmann Corp.</u>	
SECOND: Location	<u>Columbus</u> (City)	<u>Franklin</u> (County)
Effective Date (Optional)	Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing. (m.n/dd/yyyy)	
☒ Check here if additional provisions are attached		

Complete the information in this section if box (2) or (3) is checked. Completing this section is optional if box (1) is checked.

THIRD: Purpose for which corporation is formed
<u>The purposes for which it is formed are to engage in any business or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Revised Code of Ohio.</u>

Complete the information in this section if box (1) or (3) is checked.

FOURTH: The number of shares which the corporation is authorized to have outstanding (Please state if shares are common or preferred and their par value if any)	<u>1,500</u> (No. of Shares)	<u>Common</u> (Type)	<u>No Par</u> (Par Value)
(Refer to instructions if needed)			

Completing the information in this section is optional**FIFTH:** The following are the names and addresses of the individuals who are to serve as initial Directors.

(Name) _____

(Street) _____

NOTE: P.O. Box Addresses are NOT acceptable.

(City) _____

(State) _____

(Zip Code) _____

(Name) _____

(Street) _____

NOTE: P.O. Box Addresses are NOT acceptable.

(City) _____

(State) _____

(Zip Code) _____

(Name) _____

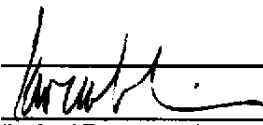
(Street) _____

NOTE: P.O. Box Addresses are NOT acceptable.

(City) _____

(State) _____

(Zip Code) _____

REQUIREDMust be authenticated
(signed) by an authorized
representative
(See Instructions)


 Authorized Representative

Dec. 12, 2007

Date

Dixon F. Miller
(Print Name)

 Authorized Representative

 Date
(Print Name)

 Authorized Representative

 Date
(Print Name)

Complete the information in this section if box (1) (2) or (3) is checked.

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Gertrud Poeppelmann Corp. 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

Acme Agent, Inc.

(Name)

41 South High Street, Suite 2800

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

Columbus

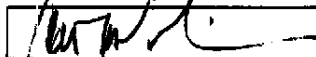
(City)

Ohio

43215

(Zip Code)

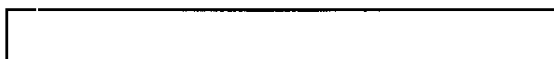
Must be authenticated by an authorized representative



Authorized Representative

DEC. 12, 2007

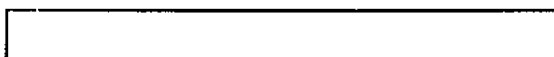
Date



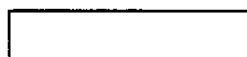
Authorized Representative



Date



Authorized Representative



Date

ACCEPTANCE OF APPOINTMENT

The Undersigned, Acme Agent, Inc., named herein as the

Statutory agent for, Gertrud Poeppelmann Corp., hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature:

Bary R. Kien, Assistant Secretary

(Statutory Agent)

**Attachment to Articles of Incorporation for
Gertrud Poeppelmann Corp.**

Additional Provisions to Articles

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

SEVENTH: Upon the sale or issuance of additional shares of the Corporation, the holders of shares of the Corporation shall have the pre-emptive right to subscribe for or to purchase any shares of the Corporation of any class, whether now or hereafter authorized, on a pro-rata basis as provided for in Chapter 1701 of the Ohio Revised Code, as may be amended from time to time.

EIGHTH: Notwithstanding any provision of the Revised Code of Ohio, now or hereafter in force, requiring for any purpose, the vote or consent of the holders of shares entitling them to exercise two-thirds, or any other proportion, of the voting power of the Corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required, may be taken by the vote or consent of the holders of shares entitling them to exercise sixty percent (60%) of the voting power of the Corporation, or of such class or classes of shares thereof.

NINTH: The Corporation shall indemnify and save harmless any of its officers, directors, promoters, incorporators, employees and agents from any and all liabilities, claims, demands, suits or other proceedings arising out of the incorporation proceedings of the Corporation, provided he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.