



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
02/03/2012	201203400088	DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	50.00	100.00		.00	.00

Receipt

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

CT CORPORATION SYSTEM
4400 EASTON COMMONS WAY SUITE 125
ATTN: JAMES H. TANKS III
COLUMBUS, OH 43219

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted**383238**

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

THE M-A BUILDING AND MAINTENANCE COMPANY

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

Document(s)

DOMESTIC/AMENDED RESTATED ARTICLES

Document No(s):

201203400088

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 1st day of February, A.D.
2012.

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)

Mail Form to one of the following:

☐ Yes PO Box 1390
Columbus, OH 43216

*** Requires an additional fee of \$100 ***

☐ No PO Box 1329
Columbus, OH 43216

Certificate of Amendment by Shareholders or Members

(Domestic)

Filing Fee \$50.00

(CHECK ONLY ONE (1) BOX)

(1) Domestic for Profit		(2) Domestic Nonprofit	
☒ Amended (122-AMAP)	☐ Amendment (125-AMDS)	☐ Amended (126-AMAN)	☐ Amendment (128-AMD)

Complete the general information in this section for the box checked above.

Name of Corporation The M-A Building and Maintenance Company

Charter Number 383238

Name of Officer Jeffrey M. Fallon

Title Chief Executive Officer, Treasurer and Secretary

☒ Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

☐ A meeting of the ☐ shareholders ☐ directors (nonprofit only)
☐ members was duly called and held on _____

(Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise _____ % as the voting power of the corporation.

☒ In a writing signed by all of the ☒ shareholders ☐ directors (nonprofit amended articles only)☐ members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

All of the following information must be completed if an amended box is checked.
If an amendment box is checked, complete the areas that apply.

FIRST: The name of the corporation is: The M-A Building and Maintenance Company

SECOND: The place in the State of Ohio where its principal office is located is in the City of:
Cleveland Cuyahoga
(city, village or township) (county)

THIRD: The purposes of the corporation are as follows:
 Any purpose or combination of purposes for which individuals lawfully may associate themselves.

FOURTH: The number of shares which the corporation is authorized to have outstanding is: 100 Common, \$.01 par
 (Does not apply to box (2))

REQUIRED
 Must be authenticated
 (signed) by an authorized
 representative
 (See Instructions)


 Authorized Representative
Jeffrey M. Fallon
 (Print Name)
Chief Executive Officer, Treasurer and
Secretary

January 31, 2012
 Date


 Authorized Representative
 (Print Name)


 Date

**ADDITIONAL PROVISIONS TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE M-A BUILDING AND MAINTENANCE COMPANY**

Effective as of its incorporation, the following provisions are hereby made a part of the Amended and Restated Articles of Incorporation of The M-A Building and Maintenance Company (the "Corporation") and are hereby incorporated therein by this reference.

FIFTH: A Director of the Corporation shall not be liable to the Corporation or its shareholders for damages for any action the Director takes or fails to take, except to the extent set forth in Section 1701.59(D) of the Ohio Revised Code. If the Ohio General Corporation Law is amended after the effective date of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Ohio.

Any repeal or modification of this Article V shall not adversely affect any right or protection existing at the time of such repeal or modification with respect to any acts or omissions occurring either before such repeal or modification of a person serving as a Director prior to or at the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Director, and such person's heirs, executors and administrators.

SIXTH: Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation and the Corporation shall pay expenses, including attorney's fees, incurred by such person in defending an action claim or proceeding as they are incurred in advance of the final disposition of any such action, claim or proceeding, to the fullest extent permitted by the General Corporation Law of the State of Ohio or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may purchase and maintain insurance or furnish similar protection on behalf of or for any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, manager, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, limited liability company, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VI or of Chapter 1701 of the Ohio Revised Code. Any repeal or modification of this Article VI shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

SEVENTH: Except as otherwise provided herein, the Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or the Code of Regulations, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.