



DATE: 02/19/2013	DOCUMENT ID 201304601387	DESCRIPTION DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	FILING 50.00	EXPED .00	PENALTY	CERT .00	COPY .00
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ATTN: CHERYL ZIMMERMAN
1701 WOODLANDS DR.
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STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted**2046436**

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

RENHILL HOLDINGS, INC.

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

Document(s):

DOMESTIC/AMENDED RESTATED ARTICLES

Document No(s):

201304601387**Effective Date: 02/14/2013**

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 19th day of February, A.D.
2013.

Ohio Secretary of State

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Form 540 Prescribed by:

JON HUSTED
Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)
www.OhioSecretaryofState.gov
Busserv@OhioSecretaryofState.gov

Makes checks payable to Ohio Secretary of State

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216

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time requires an additional \$100.00).
P.O. Box 1380
Columbus, OH 43216

Certificate of Amendment (For-Profit, Domestic Corporation) Filing Fee: \$50

Check appropriate box:

- ☐ Amendment to existing Articles of Incorporation (125-AMDS)
- ☒ Amended and Restated Articles (122-AMAP) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation

Charter Number

Check one box below and provide information as required:

- ☐ The articles are hereby amended by the Incorporators. Pursuant to Ohio Revised Code section 1701.70(A), incorporators may adopt an amendment to the articles by a writing signed by them if initial directors are not named in the articles or elected and before subscriptions to shares have been received.

- ☐ The articles are hereby amended by the Directors. Pursuant to Ohio Revised Code section 1701.70(A), directors may adopt amendments if initial directors were named in articles or elected, but subscriptions to shares have not been received. Also, Ohio Revised Code section 1701.70(B) sets forth additional cases in which directors may adopt an amendment to the articles.

The resolution was adopted pursuant to Ohio Revised Code section 1701.70(B)
(In this space insert the number 1 through 10 to provide basis for adoption.)

- ☒ The articles are hereby amended by the Shareholders pursuant to Ohio Revised Code section 1701.71.

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A copy of the resolution of amendment is attached to this document.

Note: If amended articles were adopted, they must set forth all provisions required in original articles except that articles amended by directors or shareholders need not contain any statement with respect to initial stated capital. See Ohio Revised Code section 1701.04 for required provisions.

Required

Must be signed by all incorporators, if amended by incorporators, or an authorized officer if amended by directors or shareholders, pursuant to Ohio Revised Code section 1701.73(B) and (C).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.


Signature

By (if applicable)

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Barrie Howell, President
Print Name

Signature

By (if applicable)

Print Name

The undersigned, being the sole Shareholder of Barrie Howell, Inc. (the "Corporation"), in accordance with the provisions of Close Corporation Agreement, dated August 2012, does hereby authorize, consent and agree that the following actions may be taken for the purpose of amending and restating, in their entirety, the Articles of Incorporation filed with the Ohio Secretary of State on September 9, 2011:

RESOLVED, that the Articles of Incorporation shall be amended and restated as set forth on Exhibit A, attached hereto and made a part hereof as through fully rewritten herein.

Dated this 14 day of February, 2013.

Barrie Howell
Barrie Howell, President

EXHIBIT A

FIRST: The name of said Corporation shall be Renhill Holdings, Inc.

SECOND: The place in the State of Ohio where its principal office is to be located is Perrysburg, Wood County.

THIRD: The purposes for which it is formed are as follows:

- (a) To hire employees and, in turn, lease such employees to other business proprietorships, firms, liability companies and/or corporations.
- (b) To acquire, own, use, convey and otherwise dispose of and deal in and with real property or any interest therein; and to own, construct, operate, manage, use or lease in whole or in part buildings and other structures.
- (c) To acquire, purchase, own, hold, vote, guarantee, sell, pledge or otherwise dispose of and otherwise use and deal in or with shares of stocks, bonds, mortgages, choses in action, and other securities and obligations of domestic or foreign corporations, associations, partnerships or individuals and the direct or indirect obligations of the United States or of any governmental subdivision or instrumentality.
- (d) To enter into any joint venture, syndicate or partnership, or to enter into any arrangement for sharing of profits union of interest or cooperation with any person, partnership, corporation, associations or entity.
- (e) To engage in any lawful activity for which corporations may be formed under Section 1701.1 to 1701.98, inclusive, of the Revised Code.
- (f) To do any and all things of ever kind or nature whatsoever which may be useful or convenient or possible to do in connection with, as a part of, incident to, or supplemental to any of the above enumerated purposes.
- (g) The Corporation reserves the right substantially to change the purposes hereof from time to time.

FOURTH: The maximum number of shares which the Corporation is authorized to have outstanding is 1,500 all of which shall be without par value.

FIFTH: The amount of capital with which the Corporation will begin business is Five Hundred (\$500.00) Dollars.

SIXTH: The Corporation is subject to a Close Corporation Agreement and therefore is governed by Ohio Revised Code 1701.591. Such Agreement provides, in part:

- (a) The Corporation shall have no Board of Directors.

(b) The following person shall hold the following corporate offices:

President, Treasurer and Secretary – Barrie Howell (“Howell”)

(c) The Corporation shall have no Code of Regulations.

(d) The Corporation shall have no seal.

(e) The Shareholder(s) shall not be required to have any meetings, including but not limited to a shareholder’s annual meeting.

SEVENTH: The Corporation may, when authorized by its Shareholder(s), purchase, hold, sell and re-issue any of its shares in such manner and upon such terms and conditions as may be prescribed by its Shareholder(s), and in accordance with any applicable requirements of law.

EIGHTH: The Shareholder(s) of the Corporation shall have the power from time to time to determine and vary the amount of working capital of the Corporation, and to set aside from the net earnings of the Corporation such amounts as it shall deem advisable for additional working capital and for reserves, and for other proper corporate purposes, to determine and direct the use and disposition of any surplus or net earnings of the Corporation, and to determine what amount of the funds of the Corporation, if any, may be declared in dividends to the Shareholder(s).

NINTH: A Shareholder shall not be disqualified from dealing or contracting with the Corporation as vendor, purchaser, employee, agent or otherwise; nor shall any transaction, contract or act of Corporation be void or voidable or in any way affected or invalidated by the fact that any Shareholder or any firm of which any Shareholder is a shareholder, director or officer is in any way interested in such transaction, contract or act; nor shall any such Shareholder be accountable or responsible to the Corporation for or in respect to any such transaction, contract or act of this Corporation or for any gains or profits realized by him by reason of the fact that he is a shareholder, director or officer is interests in such transaction, contract or act.

TENTH: Every person who is or has been a Shareholder or officer of this Corporation shall be indemnified by it against expenses and liabilities reasonably incurred by him in connection with either any action, suite or proceeding to which he may be a part defendant, or any claim of liability asserted against him by reason of his having been a Shareholder or officer of this Corporation. Without limitation, the term “expenses” shall include any amount paid or agreed to be paid in satisfaction of a judgment or in settlement of a judgment or claim of liability other than any amount paid or agreed to be paid by the Corporation itself.

ELEVENTH: The use of the masculine shall include the feminine or neuter, the feminine will include the masculine or neuter, the neuter will include the feminine or masculine where applicable, and the use of the singular will include the plural where applicable.



(To be filed with new business formation document or amendment to change business name where a name conflict will occur.)

To Use The Name

Print Name _____

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