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12/17/2014	201435001079	AMENDED/RESTATED ARTICLES (AMA)	50.00	0.00	0.00	0.00	0.00

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KEATING MUETHING & KLEKAMP, PLL
STEPHANIE ALEXANDER
ONE E. FOURTH ST., #1400
CINCINNATI, OH 45202

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted
215562

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

GENERAL TOOL COMPANY

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

Document(s)

AMENDED/RESTATED ARTICLES

Effective Date: 12/15/2014

Document No(s):

201435001079



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
17th day of December, A.D. 2014.

Ohio Secretary of State

From: 5135796457 Page: 2/5 Date: 12/15/2014 4:46:35 PM



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:

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 P.O. Box 1329
 Columbus, OH 43216

Expedite Filing (Two-business day processing
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 P.O. Box 1390
 Columbus, OH 43216

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

RECEIVED
 DEC 15 2014
 OHIO SECRETARY OF STATE

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.

☐ The articles are hereby amended and restated pursuant to Ohio Revised Code section 1701.72.

From: 5135796457 Page: 3/5 Date: 12/15/2014 4:46:35 PM

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.

William J. Kramer, III
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.

William J. Kramer, III
Print Name

Signature

By (if applicable)

Print Name

ATTACHMENT

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GENERAL TOOL COMPANY

The Articles of Incorporation of the Corporation are hereby amended and restated to read in full as follows:

FIRST: The name of the Corporation shall be General Tool Company.

SECOND: The place in Ohio where its principal office is to be located is 101 Landy Lane, Cincinnati, OH 45215.

THIRD: The purpose for which the Corporation is formed is to engage in any lawful act or acts for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: The maximum number of shares which the Corporation is authorized to have outstanding is Eighty One Thousand (81,000) shares, which shall be comprised solely of shares of Class A common stock, without par value. Immediately upon the filing of this Amended and Restated Articles of Incorporation with the Secretary of State of the State of Ohio (the "Effective Time"), and without further action on the part of the holders of capital stock of the Corporation outstanding immediately prior to the Effective Time, each then outstanding share of Class "B" stock of the Corporation shall convert, immediately and automatically, into one share of Class A common stock.

FIFTH: The Corporation, through its Board of Directors, shall have the right and power to purchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the Corporation and the holder of such shares.

SIXTH: These Amended and Restated Articles of Incorporation supersede the existing Articles of Incorporation of the Corporation and any and all subsequent amendments thereto.

From: 5135796457 Page: 5/5 Date: 12/15/2014 4:46:36 PM

BE IT FURTHER RESOLVED, That the Amended and Restated Articles are hereby adopted and approved; and,

BE IT FURTHER RESOLVED, That any one or more of the officers of the Company, be, and they hereby are, authorized and directed to take (or to cause to be taken) any and all actions that such officer or officers may deem necessary or appropriate to give full force and effect to the purposes of the foregoing resolutions, including but not limited to, filing the Amended and Restated Articles with the Ohio Secretary of State.