DOC ID ----> 201721902456

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
08/07/2017	201721902456	AMENDMENT TO ARTICLES (AMD)	101.00	0.00	0.00	0.00

Receipt

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

ANTHONY LAW, LLC
ATTN: ANDREW D. RANDOL
383 N. FRONT STREET LOWER LEVEL
COLUMBUS, OH 43215

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted
1436815

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

M.A. OPERATING, INC.

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

Document(s)	Document No(s):
AMENDMENT TO ARTICLES	**201721902456**

Effective Date: 08/07/2017

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 7th day of August, A.D. 2017.

Jon Husted

Ohio Secretary of State

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Form 540 Prescribed by:
JON HUSTED
OHIO SECRETARY OF STATE
Toll Free: (877) SOS-FILE (877-767-3453)
Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov
busserv@OhioSecretaryofState.gov
File online or for more information: www.OhBusinessCentral.com

Mail this form to one of the following:

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

Expedite Filing (Two business day processing time. Requires an additional $100.00)
P.O. Box 1390
Columbus, OH 43216

Certificate of Amendment
(For-Profit, Domestic Corporation)
Filing Fee: $50
Form Must Be Typed

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: M.A. OPERATING, INC.

Charter Number: 1436815

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.

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.

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.

Anthony Law, LLC
Signature

By (if applicable)

Michael J. Anthony
Print Name

Signature

By (if applicable)

Print Name

DOC ID ----> 201721902456

RESOLUTION APPROVING
AMENDMENT TO ARTICLES OF INCORPORATION OF
M.A. OPERATING, INC.

RESOLVED, that Article Fourth of the Articles of Incorporation of **M.A. OPERATING, INC.** (the "***Corporation***") a corporation organized and existing under and by virtue of the provisions of Chapter 1701 of the Ohio Revised Code, be deleted in its entirety and replaced with the following effective as of April 1, 2016:

SHARE STRUCTURE

1. *Number of Shares.* The aggregate number of shares that the corporation is authorized to issue is two thousand five-hundred twenty (2,520) shares, divided into two classes. The first class consists of one thousand five-hundred (1,500) common shares, without par value ("***Common Shares***"). The second class consists of one thousand twenty (1,020) preferred shares, with a par value of $250.00 per share ("***Series A Preferred Shares***"). The express terms and provisions of the shares of each class are as follows.

2. *Voting Rights.* Except as otherwise expressly provided in these Articles, the holders of Common Shares shall exclusively possess all of the voting power of the Corporation for the election of Directors and for all other purposes, and the holders of the Series A Preferred Shares shall have no voting power and no holder of Series A Preferred Shares shall be entitled to receive notice of any meetings of shareholders. Unless and until the Embedded Special Dividend has been declared and paid in full pursuant to 3(a) or at any time any Preferred Dividend, as described in paragraph 3, remains unpaid and in arrears, but no longer, the holders of the Series A Preferred Shares shall vote with the Common Shareholders (and not as a separate class) ("***Voting Shareholders***") at any annual or special meeting of the shareholders of the Corporation, and may act by written consent in the same manner as the Common Shareholders, in either case upon the following basis: Each holder of shares of Series A Preferred Shares shall be entitled to one vote per share. Each vote per share of Series A Preferred Shares shall be equivalent to each vote per share of Common Shares. If and when the Embedded Special Dividend has been declared and paid in full pursuant to paragraph 3(a) the Series A Preferred Shares shall immediately be divested of any voting power, and at that time voting power shall revest solely in the Common Shares, subject to any unpaid Preferred Dividends.

3. *Preferred Dividend.* The holders of the Series A Preferred Shares shall be entitled to receive, and the Corporation, as and when declared by its Board of Directors, shall pay a fixed cumulative dividend at the rate of 8% per share per annum, and no more, payable quarterly on the first days of January, April, July, and October in each year. Such dividends (whether or not they have been earned or declared) shall cumulate on all such payment dates, from the date of issue, at the rate mentioned above, so that any deficiency in payment of the Preferred Dividend shall be

DOC ID ----> 201721902456

paid before any dividend, whether in cash, stock, or property of any kind, may be paid, or declared on, or set apart for the Embedded Special Dividend or for the Common Shares, but dividends in arrears on the Series A Preferred Shares shall not bear interest. If a share is outstanding on a payment date, but has been outstanding for less than a full quarterly period, the holder of that share shall be entitled to receive a dividend, but in an amount prorated for the period of time the share has been outstanding.

a. *Embedded Special Dividend.* All initially issued Series A Preferred Shares, in addition to the Preferred Dividend contained in this paragraph, shall be entitled to receive, and the Corporation, as and when declared by its Board of Directors, shall pay a one-time fixed cumulative dividend at the rate of $150 per share, and no more, payable upon the execution of this Article Fourth. Such dividend (whether or not it has been earned or declared) shall cumulate on the payment date, at the rate mentioned above, so that any deficiency in payment of the Embedded Special Dividend shall be paid before any dividend, whether in cash, stock, or property of any kind, may be paid, or declared on, or set apart for the Common Shares, but dividends in arrears on the Series A Preferred Shares shall not bear interest. If a share is outstanding on a payment date, but has been outstanding for less than a full quarterly period, the holder of that share shall be entitled to receive a dividend, but in an amount prorated for the period of time the share has been outstanding.

b. *Non-Participating.* Not-withstanding any provision under Ohio law, after the payment of any dividend preference payable to the holders of Series A Preferred Shares, the holders of Series A Preferred Shares shall not-participate whatsoever in any dividends declared or paid in respect of the Common Shares. No dividends shall be paid to or set apart for payment to Common Shareholders unless all past accumulated dividends on the Series A Preferred Shares shall have first been paid or declared and set apart for payment.

4. *Liquidation.* On the dissolution, liquidation, or winding up of the corporation, the holders of Series A Preferred Shares shall be entitled to receive, before any payment shall be made to the holders of Common Shares, the sum of $250.00 per share together with, in all cases, all past accumulated and unpaid dividends, which shall include any remaining balance of the Embedded Special Dividend, whether or not earned or declared.

After payment of the full preferential amounts previously mentioned, the holders of Series A Preferred Shares shall not be entitled to any further participation in any distribution of the assets or funds of the corporation, and the remaining assets and funds of the corporation shall be divided and distributed among the holders of the Common Shares then outstanding according to their respective interests.

DOC ID ----> 201721902456

5. *Redemption of Series A Preferred Shares.*

a. *Option to Redeem.* All, but not less than all, of the outstanding Series A Preferred Shares may be redeemed at the option of a majority vote of the Voting Shareholders of the Corporation, or upon the majority vote of the Common Shareholders voting as their own class (regardless of whether or not the Preferred presently have voting rights pursuant to Paragraph 2) at any time. A majority vote of the Voting Shareholders may affect a Partial Redemption of the Series A Preferred Shares in accordance with the terms and conditions of sub-paragraph 5c. The purchase price of the Series A Preferred Shares upon redemption shall be the Par Value plus an amount equal to the past accumulated and unpaid dividends as of the date of Closing, which shall include any remaining balance of the Embedded Special Dividend, whether or not earned or declared.

b. *Mandatory Redemption Upon Change in Control.* Upon any change in control of the Corporation, the Corporation shall redeem all of the outstanding Series A Preferred Shares at par value plus an amount equal to the past accumulated and unpaid dividends as of the redemption date, which shall include any remaining balance of the Embedded Special Dividend, whether or not earned or declared. For the Purposes of this Agreement, Change in Control shall mean:

i. A change in the ownership of the Corporation which occurs on the date that any one person, or more than one person acting as a group, acquires ownership of the shares of the Corporation that, together with the shares held by such person or group, constitutes more than 50% of the total voting power of the Corporation's shares, except that the acquisition of additional shares by any one person who owns more than 50% of the total voting power the Corporation's shares will not be considered a change of control;

ii. A change in the ownership of assets from the Corporation having a total gross fair market value equal to or more than 60% of the total gross fair market value of all of the assets of the Corporation.

c. *Partial Redemption.* On any partial redemption, the Series A Preferred Shares to be redeemed shall be selected pro rata from all of the Series A Preferred Shareholders, provided however, that no redemption of a part only of any Series A Preferred Shareholder's shares shall be made unless he or she shall consent to a partial redemption. In the case that any Series A Preferred Shareholder does not consent to a partial redemption, the Corporation may redeem the Shares of the consenting Series A Preferred Shareholders,

DOC ID ----> 201721902456

to be selected pro rata from the pool of consenting Shares. In such a case pro rata shall be calculated as follows: the numerator being the number of preferred shares of the consenting shares over the number of all preferred shares of all consenting shareholders. Notice of any redemption of this type shall be given by registered or certified mail not less than ten days prior to the date fixed for redemption, to each Series A Preferred Shareholder whose Series A Preferred Shares are to be redeemed, at his or her address appearing on the corporate records. The notice shall state the number of the Series A Preferred Shareholder's shares that are to be redeemed, the time and place of redemption, and the redemption price. Except with reference to a partial redemption of a Series A Preferred Shareholder's shares to which he or she has not consented, all rights of the Series A Preferred Shareholders to whom notice shall be given that arise from ownership of the Series A Preferred Shares to be redeemed, except the right to receive the redemption price, shall cease and terminate on the date fixed for redemption. Holders of Series A Preferred Shares do not have any right to require redemption of the Series A Preferred Shares.

6. *Preemptive Rights.* Notwithstanding any provision under Ohio law, the holders of the shares of Common Shares, shall have preemptive rights so that upon the offering or sale for cash or shares of the same class, holders of those shares shall have the right, during a reasonable time and on reasonable terms fixed by the directors, to purchase the shares in proportion to their respective holdings of shares of such class, at a price fixed as provided under Ohio corporate law. The holders of Series A Preferred Shares shall have no preemptive rights with respect to this class of shares.

7. *Restriction on Shares.* No shareholder may dispose of, sell, transfer, or encumber any class of shares in the Corporation, which shareholder now owns or may hereinafter acquire, except under the following conditions:

a. The party desiring to dispose of, sell, transfer, or encumber any class of shares must first obtain the written consent of the majority of the voting classes of shareholders.

b. No Series A Preferred Shares shall be disposed of, encumbered, or transferred unless and until all past accumulated and unpaid dividends have been paid, which shall include any remaining balance of the Embedded Special Dividend, whether or not earned or declared.

c. Corporation hereby reserves the right to place additional restrictions and conditions upon all classes of shares upon the execution of a Code of Regulations and/or a Buy-Sell Agreement.

DOC ID ----> 201721902456

d. Notwithstanding any provision in this Agreement, no Shareholder may sell or otherwise transfer any class of shares of the Corporation if the transfer would obligate the Corporation to register any securities or make any filing with the Securities and Exchange Commission unless and until registration or a similar filing is elected by the Corporation or is required by virtue of a transaction or legal requirements unrelated to the proposed transfer.

8. *Endorsement on stock certificate.* In addition to any requirements contained in the Corporation's Code of Regulations or Buy-Sell Agreement, all certificates for shares of the Corporation owned by the parties shall be endorsed with the following statement: **"The shares represented by this Certificate are subject the most recent Articles of Incorporation of M.A. Operating, Inc. on file with the Ohio Secretary of State, the M.A. Operating, Inc. Code of Regulations and a Buy-Sell Agreement on file at M.A. Operating Inc.'s Principal Place of Business."**

Doc ID --> 200403300276

Prescribed by **J. Kenneth Blackwell**
Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

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

Expedite this Form: (Select One)	
Mail Form to pick up at Expedite Counter	
O Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of $100 ***
O No	PO Box 670 Columbus, OH 43216

INITIAL ARTICLES OF INCORPORATION

(For Domestic Profit or Non-Profit)
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

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

FIRST: Name of Corporation M.A. Operating, Inc.

SECOND: Location New Albany (City) Franklin (County)

Effective Date (Optional) _____ (mm/dd/yyyy) *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.*

☐ *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

Any lawful purpose authorized under O.R.C. Section 1701.01 et seq.

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) 1500 (No. of Shares) Common (Type) Without Par Value (Par Value)

(Refer to instructions if needed)

532 Page 1 of 3 Last Revised: May 2002

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)*

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

Authorized Representative — Date: 9/15/03
Richard D. Wetzel, Jr., Incorporator
(print name)

Authorized Representative — Date
(print name)

Authorized Representative — Date
(print name)

532 Page 2 of 3 Last Revised: May 2002