



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
01/24/2018	201802302754	DOMESTIC FOR PROFIT CORP - ARTICLES (ARF)	99.00	0.00	0.00	0.00

Receipt

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

BROUSE MCDOWELL
ATTN: THERESA M PALCIC
388 S. MAIN ST. SUITE 500
AKRON, OH 44311

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted
4125510

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

AVALON MAHONING SPORTS CENTER, INC.

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

Document(s)

DOMESTIC FOR PROFIT CORP - ARTICLES

Effective Date: 01/17/2018

Document No(s):

201802302754



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
24th day of January, A.D. 2018.

Ohio Secretary of State

JAN/17/2018/WED 10:24 AM Brouse McDowell

FAX No.

P.003

Form 532A Prescribed by:

JON HUSTED
Ohio Secretary of State



Toll Free: (877) 808-FILE (877-767-8452)
Central Ohio: (614) 465-3910
www.OHIOSecretaryofState.gov
business@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 670
Columbus, OH 43218

Expedite Filing (Two business day processing time.
Requires an additional \$100.00)
P.O. Box 1990
Columbus, OH 43216

For screen readers, follow instructions located at this path:

RECEIVED

Initial Articles of Incorporation

(For Profit, Domestic Corporation)

Filing Fee: \$99

(113 - ARF)

Form Must Be Typed

JAN 17 2018

OHIO SECRETARY OF STATE

First:

Name of Corporation

Avalon Mahoning Sports Center, Inc.

(Name must include the following word or abbreviation:
company, co., corporation, corp., incorporated, or inc.)

Second:

Location of Principal Office in Ohio

Warren

City

Ohio

State

Trumbull

County

Optional:

Effective Date (MM/DD/YYYY)

(The legal existence of the corporation begins upon
the filing of the articles or on a later date specified
that is not more than ninety days after filing.)

Third:

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.)

990

Number of Shares

Common Shares

Type of Shares

No par value

Par Value of Shares

Fourth:

If the corporation is to have an initial stated capital, please state the amount of that stated capital.

Amount

** Note: ORC Chapter 1701 allows additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form. **

JAN/17/2018/WED 10:25 AM Brouse McDowell

FAX No.

P. 004

Original Appointment of Statutory Agent

The undersigned, being at least a majority of the incorporators of

Avalon Mahoning Sports Center, Inc.

(Name of Corporation)

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:

Fran R. Kingle

(Name of Statutory Agent)

One American Way

(Mailing Address)

Warren

(Mailing City)

OH

(Mailing State)

44484

(Mailing ZIP Code)

Must be signed by
the incorporators or
a majority of the
incorporators.

(Signature)

(Signature)

(Signature)

Acceptance of Appointment

The Undersigned,

Fran R. Kingle

(Name of Statutory Agent)

, named herein as the

Statutory agent for

Avalon Mahoning Sports Center, Inc.

(Name of Corporation)

hereby acknowledges and accepts the appointment of statutory agent for said corporation,

Statutory Agent Signature

(Individual Agent's Signature / Signature on Behalf of Business Serving as Agent)

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P. 005

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Articles and original appointment of agent must be signed by the incorporator(s).

If the incorporator is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

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

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

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FAX No.

P. 006

**Addendum
to
Articles of Incorporation
of
Avalon Mahoning Sports Center, Inc.**

FIFTH: Limitation of Authority

The authority of the corporation, its shareholders and directors, is subject to the following:

- (a) The corporation may wind up its affairs and dissolve pursuant to a resolution adopted, at a meeting of shareholders called for such purpose, by the affirmative vote of the holders of record of shares entitling them to exercise the majority of the voting power of the corporation; and
- (b) The corporation may purchase its shares, regardless of class, from time to time, to such extent, in such manner and upon such terms as its Board of Directors shall determine; provided, however, that the corporation shall not purchase any of its shares if, after such purchase, its assets would be less than its liabilities plus stated capital.

SIXTH: Dealing with Director or Officer

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise; and any transaction, contract or act of the corporation shall not be void or voidable or be in any way affected or invalidated by reason of the fact that any director or officer or any firm of which such director or officer is a member or any corporation of which such director or officer is a shareholder, director or officer, is in any way interested in such transaction, contract or act; provided, however, that the fact that such director, officer, firm or corporation is so interested shall be disclosed or shall be made known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such transaction, contract or act shall be taken; and any such director or officer shall not be held accountable or responsible to the corporation, or for any gains or profits realized by him by reason of the fact that he or any firm of which he is a member, or any corporation of which he is a shareholder, officer or director, is interested in such transaction, contract or act. Any such director or officer, if such officer is a director, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or take action in respect of any such transaction, contract or act, and may vote thereat to authorize, ratify or approve any such transaction, contract or act, with like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, officer or director, were not interested in such transaction, contract or act.

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SEVENTH: Indemnification of Directors, Officers, Employees and Others

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed cause of action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he 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, officer, employee, member, manager or agent of another corporation, domestic or foreign, nonprofit or for profit, a limited liability company, or a partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement actually and reasonably incurred by him in connection with such cause of action, suit or proceeding, to the fullest extent permitted under Section 1701.13(E) of the Ohio Revised Code, or the successor to that statute.