DOC ID ----> 201817803524

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
06/28/2018	201817803524	AMENDMENT TO ARTICLES (AMD)	125.00	0.00	0.00	0.00

Receipt

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

MEYERS ROMAN FRIEDBERG & LEWIS
LINDA A. CSEPI
28601 CHAGRIN BLVD., STE. 600
CLEVELAND, OH 44122

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted

488593

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

G. HERSCHMAN ARCHITECTS, INC.

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

Document(s)	Document No(s):
AMENDMENT TO ARTICLES	**201817803524**

Effective Date: 06/27/2018

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 28th day of June, A.D. 2018.

Jon Husted

Ohio Secretary of State

DOC ID ----> 201817803524

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

For screen readers, follow instructions located at this path.

2018 JUN 27 PM 1:20

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: G. Herschman Architects, Inc.

Charter Number: 488593

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.

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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.

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

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.

Signature

By (if applicable)

Michael D. Crislip, President

Print Name

Signature

By (if applicable)

Print Name

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JOINT ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE SHAREHOLDERS AND
BOARD OF DIRECTORS OF
G. HERSCHMAN ARCHITECTS, INC.

June 27, 2018

The undersigned, being all of the Shareholders and all of the members of the Board of Directors, respectively, of G. Herschman Architects, Inc., an Ohio corporation (the "Corporation"), pursuant to Sections 1701.54 and 1701.71, of the Ohio Revised Code Act, do hereby consent to and vote for the adoption of the following resolutions by this joint action by written consent in lieu of a meeting, which writing shall be filed with the Corporation as a part of its records:

AMENDMENT TO AMENDED AND RESTATED ARTICLES OF INCORPORATION

RESOLVED, that the Amended and Restated Articles of Incorporation of the Corporation, originally filed and recorded with the Ohio Secretary of State on June 10, 1998 be, and the same hereby are, amended by deleting Article Fifth, Paragraph A in its entirety and reinserting in its stead and place the following:

A. Number of Shares. The number of shares of capital stock which the Corporation is authorized to have outstanding is 1,500 shares, divided into the following classes:

1) 1,000 shares of Class A Common Voting Stock, without par value
2) 500 shares of Class B Common Non-Voting Stock, without par value

FURTHER RESOLVED, that the Certificate of Amendment to the Amended and Restated Articles of Incorporation attached hereto as Exhibit A is hereby authorized, ratified and approved in all respects.

FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized, directed and empowered to execute all such instruments and documents and to do and perform all such acts and deeds as may be necessary to effectuate the purpose of these resolutions.

The undersigned expressly understand that this Written Consent is in lieu of a joint meeting of the Shareholders and Board of Directors and has the same legal effect as the vote of the Shareholders and Directors at a joint meeting which has been duly called, convened and held in accordance with Ohio law.

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IN WITNESS WHEREOF, the undersigned have set their hands hereto as of the day and year first above written.

MICHAEL D. CRISLIP

CAROLE SANDERSON

"Shareholders"

MICHAEL D. CRISLIP

CAROLE SANDERSON

"Directors"