DOC ID ----> 201935004414

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
12/17/2019	201935004414	AMENDED/RESTATED ARTICLES (AMA)	50.00	0.00	0.00	0.00

Receipt

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

CUNI, FERGUSON & LEVAY CO. LPA
PATRICIA A. MUSGROVE
10655 SPRINGFIELD PIKE
CINCINNATI, OH 45215

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Frank LaRose

464322

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

P.A.C.E., INC.

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

Document(s)	Document No(s):
AMENDED/RESTATED ARTICLES	**201935004414**

Effective Date: 12/16/2019

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. 2019.

Ohio Secretary of State

DOC ID ----> 201935004414

Form 540 Prescribed by:

Frank LaRose
Ohio Secretary of State

Toll Free: 877.767.3453
Central Ohio: 614.466.3910
OhioSoS.gov
business@OhioSoS.gov
File online or for more information: OhioBusinessCentral.gov

For screen readers, follow instructions located at this path.

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

2019 DEC 16 PM 2:13

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: P.A.C.E., INC.

Charter Number: 464322

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.

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)

FREDERICK F. FRANKLIN

Print Name

Signature

By (if applicable)

Print Name

DOC ID ----> 201935004414

ACTION BY WRITTEN CONSENT
OF THE
SHAREHOLDERS
OF
P.A.C.E., INC.

Pursuant to the authority contained in Section 1701.71 of the Ohio Revised Code, the shareholders of **P.A.C.E., INC.**, an Ohio Professional corporation (the "Corporation"), hereby take and adopt the following action in writing, without a meeting, effective the 1st day of December, 2019:

> "***RESOLVED***, that the Corporation shall be **changed from an Ohio Professional corporation to a for-profit Ohio corporation**, and the Articles of Incorporation of the Corporation shall be amended and restated to reflect the same, as included on Exhibit A hereto; and it is further
>
> ***RESOLVED***, that **Frederick F. Franklin**, as the President of the Corporation, is authorized to execute and deliver any documents and filings necessary to accomplish said amendments with the Secretary of State for the State of Ohio."

Executed at Cincinnati, Ohio on this 11 7th day of December, 2019.

P.A.C.E., INC.
An Ohio Professional Corporation

FREDERICK F. FRANKLIN,
SOLE SHAREHOLDER

Attest:

~~**IAN A. THOMAS**~~, **SECRETARY**
Betty J Franklin

DOC ID ----> 201935004414

Form 532A Prescribed by:

Frank LaRose
Ohio Secretary of State

Toll Free: 877.767.3453
Central Ohio: 614.466.3910
OhioSoS.gov
business@OhioSoS.gov
File online or for more information: OhioBusinessCentral.gov

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 670
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.

2019 DEC 16 PM 2:13

Initial Articles of Incorporation
(For Profit, Domestic Corporation)
Filing Fee: $99
(113 - ARF)
Form Must Be Typed

Please check the box if this corporation is being formed for the following purpose:

☐ Community Development Corporation - Please see Ohio Revised Code Chapter 1726 or the Instructions at the end of this form for more information.

First: Name of Corporation: P.A.C.E., INC.

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

Second: Location of Principal Office in Ohio

CINCINNATI — City
Ohio — State
Hamilton — 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.)

500	Common Shares	0
Number of Shares	Type of Shares	Par Value of Shares

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

500.00 — 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. **

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Original Appointment of Statutory Agent

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

P.A.C.E., 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:

FREDERICK F. FRANKLIN

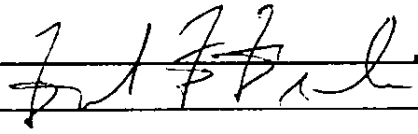
(Name of Statutory Agent)

3501 TIFFANY RIDGE

(Mailing Address)

CINCINNATI	OH	45241
(Mailing City)	(Mailing State)	(Mailing ZIP Code)

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



(Signature)

(Signature)

(Signature)

Acceptance of Appointment

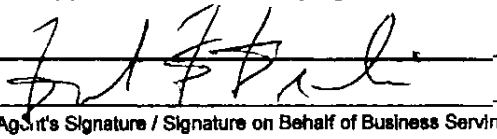
The Undersigned, FREDERICK F. FRANKLIN, named herein as the

(Name of Statutory Agent)

Statutory agent for P.A.C.E., 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)

DOC ID ----> 201935004414

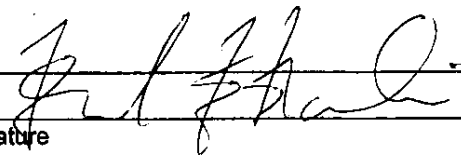
By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

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)

FREDERICK F. FRANKLIN

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name