DOC ID ----> 202018401906

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
07/02/2020	202018401906	AMENDMENT TO ARTICLES (AMD)	535.00	0.00	0.00	0.00

Receipt

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

FROST BROWN TODD LLC
3300 GREAT AMERICAN TOWER
301 EAST FOURTH STREET
CINCINNATI, OH 45202

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Frank LaRose

930999

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

ROBERTS DEVELOPMENT CORPORATION

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

Document(s)	Document No(s):
AMENDMENT TO ARTICLES	**202018401906**

Effective Date: 07/02/2020

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 2nd day of July, A.D. 2020.

Ohio Secretary of State

DOC ID ----> 202018401906

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

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: ROBERTS DEVELOPMENT CORPORATION

Charter Number: 930999

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.

If you are amending the total number of shares, please complete this box so the appropriate filing fee is charged.

Total number of shares previously listed in the Articles or other Amendments with the Ohio Secretary of State: 850

With the submission of this amendment, NEW total number of shares: 11000

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.

/s/ Ralph L. Roberts
Signature

By (if applicable)

Ralph L. Roberts
Print Name

Signature

By (if applicable)

Print Name

DOC ID ----> 202018401906

ROBERTS DEVELOPMENT CORPORATION
RESOLUTIONS FOR AMENDMENT TO
ARTICLES OF INCORPORAITON

RESOLVED, that Article FOURTH of the Articles of Incorporation of the corporation be, and hereby is, amended to read as follows:

> FOURTH: The number of shares which the corporation is authorized to have outstanding is Eleven Thousand (11,000), which shares shall be designated as follows:
>
> (i) One Hundred Ten (110) of said shares shall be Class A voting common shares without par value ("Class A Shares"); and
>
> (ii) Ten Thousand Eight Hundred Ninety (10,890) of said shares shall be Class B non-voting common shares without par value ("Class B Shares").
>
> Holders of Class A Shares shall exclusively possess all voting power for the election of directors and for all other purposes. The holders of the Class A Shares shall be entitled to one vote per share in each matter submitted to the vote of shareholders. The holders of Class B Shares shall have no voting power. Holders of Class A Shares and Class B Shares shall have the right to receive the same amount per share in all dividends and in any distributions of assets made upon the dissolution of the corporation or otherwise. Other than with respect to voting, Class A Shares and Class B Shares shall have the same rights and privileges.

RESOLVED FURTHER, upon the effective date of the amendment to Article Fourth of the Articles of Incorporation, as set forth above, that all of the issued and outstanding common shares as of the date of these Resolutions shall be re-designated as Class A Shares, and that certificates for such shares shall be cancelled and reissued for the same number of Class A Shares. Until surrendered, each outstanding certificate which, prior to the effective date of the amendment of the Articles of Incorporation, represented common shares without par value of the corporation shall be deemed to evidence ownership of the same number of Class A Shares into which it was converted, but no dividend or other distribution payable to holders of common shares, without par value, as of any date subsequent to the effective date shall be paid to the holders of outstanding certificates therefore; provided, however, that upon surrender and exchange of such outstanding certificates there shall be paid to the record holders of the certificates issued in exchange therefore the amount, without interest thereon, of dividends and other distributions which would have been payable with respect to the Class A Shares.

RESOLVED FURTHER, upon the effective date of the amendment of Article Fourth of the Articles of Incorporation, as set forth above, out of the surplus of this corporation, there shall be, and is hereby, declared, on the then-outstanding Class A Shares of this corporation, a dividend

DOC ID ----> 202018401906

payable in the authorized but unissued Class B Shares of this corporation, at a rate of ninety-nine (99) Class B Shares on each such then-outstanding Class A Share, to Class A Shareholders of record on that date; and that the officers of the corporation be, and are hereby, authorized and directed to issue, or cause to be issued, certificates for the shares constituting the dividends; and that there be, and is hereby, transferred from surplus to the stated capital of this corporation, on account of such share dividend, the sum of Nine Thousand Nine Hundred ($9,900), and that the Treasurer be, and is hereby, authorized and directed to make, in the books on account of this corporation, such entries as shall be appropriate to record such transfer.