DOC ID ----> 202024600978

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
09/02/2020	202024600978	AMENDED/RESTATED ARTICLES (AMA)	515.00	0.00	0.00	0.00

Receipt

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

MARK R FORTUNATO
3296 STONES THROW AVE
POLAND, OH 44514

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Frank LaRose
1076971

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

GEIS CONSTRUCTION, INC.

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

Document(s)	Document No(s):
AMENDED/RESTATED ARTICLES	**202024600978**

Effective Date: 09/02/2020

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 September, A.D. 2020.

Ohio Secretary of State

DOC ID ----> 202024600978

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

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

RECEIVED
OCT 2 2020
OHIO SECRETARY OF STATE

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: GEIS CONSTRUCTION, INC

Charter Number: 1076971

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)

MARK R FORTUNATO

Print Name

Signature

By (if applicable)

Print Name

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GEIS CONSTRUCTION, INC.

The undersigned, desiring to restate and amend the Articles of Incorporation of Geis Construction, Inc. hereby certifies the Restatement and Amendment of the Articles of Incorporation as follows:

FIRST: The name of the corporation is **Geis Construction, Inc.**

SECOND: The place in the State of Ohio where its principal office is located is the City of Streetsboro, Portage County.

THIRD: The purpose for which it is formed is to engage in any lawful acts or activities for which corporation may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is Ten Thousand (10,000), all of which will be common stock without par value as follows:

The Common Stock shall consist of two separate classes, of which 9,000 shares shall be designated as Class B Non-Voting Common and 1,000 shares shall be designated as Class A Voting Common Stock.

Each holder of Class A Voting Common Stock, as such, shall be entitled to one (1) vote for each share of Class A Voting Common Stock held of record by such holder on all matters on which shareholders are entitled to vote. The holders of Class B Non-Voting Common Stock shall have no voting power and shall not be entitled to vote on any matter.

Except as otherwise provided herein, Class B Non-Voting Common Stock shall in all other respects carry the same rights and privileges as Class A Voting Common Stock (including in respect of dividends and in respect of distributions upon any dissolution, liquidation or winding up of the Corporation) and be treated the same as Class A Voting Common Stock (including in any merger, consolidation, share exchange, reclassification or other similar transaction).

FIFTH: The corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders.

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IN WITNESS WHEREOF, I have hereunto subscribed my name this 7th day of April, 2020.

GREGORY M. GEIS, SHAREHOLDER AND PRESIDENT

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ACTION BY UNANIMOUS CONSENT OF
THE HOLDER OF ALL OF THE SHARES OF
THE COMMON STOCK OF GEIS CONSTRUCTION, INC.

WHEREAS, the Corporation's Board of Directors (the "Board") and its' sole Shareholder ("Shareholder") believe that it is in the best interest of the Corporation to modify the Corporation's current equity structure; and

WHEREAS, in order to facilitate the restructuring of the Corporation's equity, the Shareholder deems it advisable to increase the Corporation's authorized stock from 850 shares of common stock, par value $0.00 per share, to 10,000 shares of common stock, par value $0. per share (the "Increase"); and

WHEREAS, the Shareholder also deems it advisable to establish two (2) classes of common stock of the corporation, Class B Non-Voting stock and Class A Voting Stock, and to issue new shares of Class A Voting Stock, and

WHEREAS, the Shareholder believes that the increase in available capital stock and the creation of two (2) classes of stock is in the best interest of the Corporation and its current and future stockholders; and

NOW, THEREFORE, it being in the best interests of the Corporation, it is hereby:

RESOLVED, that the Corporation is authorized to amend its Certificate of Incorporation to effectuate the restructuring of its equity as provided herein; **AND BE IT**

RESOLVED FURTHER, that any officer of the Corporation be, and each of them hereby is, authorized and directed to cause to be prepared and filed with the Secretary of State of the State of Ohio, a Certificate of Amendment of the Corporation's Certificate of Incorporation substantially in the form attached hereto as **Exhibit A**; **AND BE IT**,

RESOLVED FURTHER, that upon the filing of the Amended Articles of Incorporation becoming effective, a __12.5:1_____ stock split of the Corporation's Common Stock shall become effective, pursuant to which 800 shares of the Corporation's Common Stock, par value $0.00 per share, outstanding or held in treasury immediately prior to the Effective Date, (the "Old Common Stock") shall automatically and without any action on the part of the holders thereof be reclassified and converted into and thereafter represent 8,500 shares of Non-Voting Common Stock, par value $0.00 per share, of the Corporation (Class B "Non-Voting Stock"). Any stock certificate that, immediately prior to the Effective Time, represented shares of Old Common Stock shall, from and after the Effective Date, automatically and without the necessity of presenting the same for exchange, represent the number of shares of Class B Non-Voting Stock into which such Old Common Stock shall have been reclassified pursuant to this Resolution and the Amended and Restated Certificate of Incorporation. Notwithstanding the foregoing, any holder of Old Common Stock shall surrender his, her or its stock certificate or certificates to the Corporation, and upon such surrender the Corporation will issue a certificate for the number of shares of Class B Non-Voting Stock to which the holder is entitled under the provisions of this Resolution. There shall be no fractional shares issued with respect to Class B Non-Voting Stock **AND, BE IT**

RESOLVED, FURTHER, that immediately upon the passage of these Resolutions, there shall be two (2) classes of Common Stock of the Corporation; Class B Non-Voting Stock and Class A Voting Stock. Only Class A Voting Share owners shall be entitled to vote on any matters requiring a vote of the Shareholders of the Corporation. Class B Non-Voting Shares shall have no right to vote on any matters affecting the corporation, **AND BE IT**

RESOLVED FURTHER, that the Shareholder deems it to be in the best interests of the corporation to issue 80 shares of Class A Voting Stock of the Corporation to Gregory M. Geis who shall subscribe to the same in accordance with the Subscription Agreement attached hereto and incorporated herein as Exhibit B, **AND BE IT**

RESOLVED FURTHER, that any officer of the Corporation be, and each of them hereby is, authorized and directed to execute and deliver on behalf and in the name of the Corporation all such other supporting or related documents and instruments and to make any such filings with the appropriate governmental agencies, and incur any cost or expense in connection therewith as may be determined by any such officer to be reasonably necessary to accomplish the purposes of these Resolutions and to do all other things and acts which any such officer may determine to be necessary and appropriate to carry out the purposes of these Resolutions and all actions heretofore taken by any director or officer of the Corporation in connection with the subject of the foregoing recitals and Resolutions are, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Corporation;

RESOLVED FURTHER, that the action taken by these resolutions shall have the same force and effect as if taken at a meeting of the Shareholders of the Corporation, duly called.

GREGORY M. GEIS
SOLE SHAREHOLDER

Date: 4/1/20