



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
11/10/2020	202031501096	AMENDED/RESTATED ARTICLES (AMA)	75.00	0.00	0.00	0.00

Receipt

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

MCNAMEE & MCNAMEE, PLL
2625 COMMONS BLVD.
BEAVERCREEK, OH 45431

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Frank LaRose
715645

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
MARTIN LAND, CO.

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

Document(s)

AMENDED/RESTATED ARTICLES

Effective Date: 11/10/2020

Document No(s):

202031501096



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
10th day of November, A.D. 2020.

Ohio Secretary of State

Form 540 Prescribed by:



Toll Free: 877.767.3453 | Central Ohio: 614.466.3910

OhioSoS.gov | business@OhioSoS.govFile 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 MARTIN LAND, CO.

Charter Number 715645

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: 750

With the submission of this amendment, NEW total number of shares: 1000

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.

Cynthia Martin

Signature

By (if applicable)

Cynthia Martin

Print Name

Signature

By (if applicable)

Print Name

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
MARTIN LAND, CO.**

FIRST: The name of said Corporation shall be: Martin Land, Co.

SECOND: The corporation's principal office shall be located at Jeffersonville, Fayette County, Ohio.

THIRD: The purpose of said corporation is to engage in any lawful act or activity for which corporations may be formed under Section 1701.01 through 1701.98, inclusive of the Revised Code.

FOURTH: All of the corporation's shares shall be without par value. The maximum number of such shares which the corporation is authorized to have outstanding shall be one thousand (1,000) shares, of which:

A. Two hundred (200) shares shall be designated Class A Common Voting Shares without par value; and

B. Eight hundred (800) shares shall be designated Class B Non-Voting Common Shares without par value which shall rank pari passu with the Class A Voting Common Shares with respect to the payment of dividends and in all other respects other than voting rights which only holders of Class A Shares shall have.

Each one of the common shares of the corporation now issued and outstanding is hereby changed into 2 Class A Voting Common Shares and 8 Class B Non-Voting Common Shares effective upon filing of these Amended Articles of Incorporation with the Secretary of the State of Ohio.

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.

SIXTH: The Board of Directors of the corporation is hereby authorized to fix and determine whether any surplus, and, if any, what part of the surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and, without action by the shareholders, to use and apply surplus, or any part thereof, or such part of the stated capital of the corporation as is permitted under the provisions of Section 1701.35 of the Ohio Revised Code, or any statute of like tenor or effect which is hereafter enacted, at any time, or from time to time, in the purchase or acquisition of shares of any class, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness of the corporation, or other securities of the corporation, to such extent or amount and in such manner and upon such terms as the Board of Directors of the corporation shall deem expedient.

SEVENTH: No person shall be disqualified from being a director of the corporation because he or she is or may be a party to, and no director of the corporation shall be disqualified from entering into, any contract or other transaction to which the corporation is or may be a party or otherwise affects the corporation. No contract, action or other transaction to which the corporation is or may be a party or by which the corporation is affected shall be void or voidable for the reason that any director or officer or other agent of the corporation is a party thereto, or otherwise has any direct or indirect interest in such contract, action or transaction or in any other party thereto, or for the reason that any interested director or officer or other agent of the corporation authorizes or participates in the authorization of such contract, action or transaction, (a) if the material facts as to such interest are disclosed or are otherwise known to the Board of Directors of the corporation or applicable committee of directors at the time the contract, action or transaction is authorized, and at least a majority of the disinterested director or disinterested members of the committee vote for or otherwise take action authorizing such contract, action or transaction, even though such disinterested directors or members are less than a quorum, or (b) if the contract, action or transaction (i) is not less favorable to the corporation than an arm's length contract, action or transaction in which no director or officer or other agent of the corporation has any interest or (ii) is otherwise fair to the corporation as of the time it is authorized. Any interested director may be counted in determining the presence of a quorum at any meeting of the Board of Directors of the corporation or any committee thereof which authorizes the contract, action or transaction.

EIGHTH: To the fullest extent not prohibited by applicable law, the corporation shall indemnify each director and officer against any and all costs and expenses, (including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon such person in connection with any action, suit, investigation or proceeding (or any claim or other matter therein), whether civil, criminal, administrative or otherwise in nature, including any settlements thereof or any appeals therein, with respect to which such person is named or otherwise becomes or is threatened to be made a party by reason of being or at any time having been a director or officer of the corporation, or by any reason of being or at any time having been, a director or officer of the corporation, or by any reason of being or at any time having been, while such a director or officer, an employee or other agent of the corporation or, at the direction or request of the corporation, a director, trustee, officer, administrator, manager, employee, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan. The corporation shall indemnify any other person to the extent such person shall be entitled to indemnification under Ohio law by reason of being successful on the merits or otherwise in defense of an action to which such person is named a party by reason of being an employee or other agent of the corporation, and the corporation may further indemnify any such person if it is determined on a case by case basis by the Board of Directors of the corporation that indemnification is proper in the specific case.

Any and all costs and expense for which an officer, director or any other person is indemnified by the corporation pursuant to the preceding paragraphs of this Article EIGHTH or otherwise, shall be paid by the corporation as such costs and expense are incurred, in advance of the final disposition of the related action, suit or proceeding.

Notwithstanding anything to the contrary in these Articles of Incorporation, no person shall be indemnified to the extent, if any, it is determined by the Board of Directors of the corporation or by written opinion of legal counsel designated by the Board of Directors of the corporation for such purpose that indemnification is contrary to applicable law.

NINTH: Notwithstanding any provision of the Ohio Revised Code, now or hereafter in force, requiring for any purpose the vote or consent of the holders of shares entitling them to exercise two-thirds (2/3) or any other proportion of the voting power of the corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by statute, may be taken by the vote or consent of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class of shares thereof.

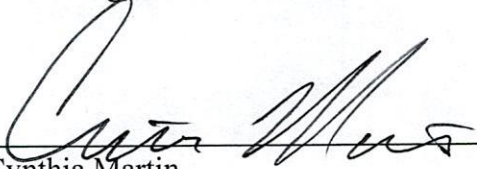
TENTH: These Amended Articles of Incorporation supersede the Existing Articles of Incorporation of the Corporation.

**WRITTEN ACTION OF
THE SOLE SHAREHOLDER OF
MARTIN LAND, CO.**

Pursuant to Section 1701.54 of the Ohio Revised Code, the undersigned, being the sole shareholder of Martin Land, Co., an Ohio corporation (the "Corporation"), takes the following actions by unanimous written consent.

RESOLVED, that the Corporation, as a result of recent reorganizational decisions, has determined it to be in the best interest of the Corporation to amend and restate its Amended and Restated Articles of Incorporation dated January 6, 1988.

IN WITNESS WHEREOF, the sole Shareholder has signed this Resolution effective as of the 2nd day of November, 2020.



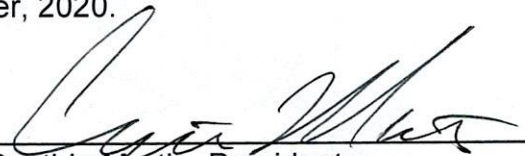
Cynthia Martin

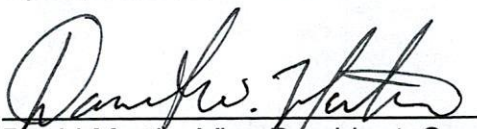
**Certificate of
Amended Articles of Incorporation
Martin Land, Co.**

Cynthia Martin, President of Martin Land, Co., with its principal office located in Fayette County, Jeffersonville, Ohio, does hereby certify that the following resolution was duly and unanimously adopted by the holders of the issued and outstanding shares of stock of said corporation by Unanimous Written Consent pursuant to Section 1701.54 of the Ohio Revised Code, dated November 2, 2020:

RESOLVED, that the Articles of Incorporation of the corporation are hereby amended and superseded by the Amended Articles of Incorporation attached hereto.

IN WITNESS WHEREOF, said officers of Martin Land, Co., acting for and on behalf of the corporation this 2nd day of November, 2020.


Cynthia Martin, President


David Martin, Vice President, Secretary
and Treasurer