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06/23/2021	202117302442	AMENDMENT TO ARTICLES (AMD)	50.00	0.00	0.00	0.00

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SHUMAKER, LOOP & KENDRICK, LLP
1000 JACKSON STREET
TOLEDO, OH 43604

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Frank LaRose
2046436

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
RENHILL HOLDINGS, INC.

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

Document(s)

AMENDMENT TO ARTICLES

Document No(s):

202117302442

Effective Date: **06/22/2021**



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
23rd day of June, A.D. 2021.

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 RENHILL HOLDINGS, INC.

Charter Number 2046436

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:

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

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/Barrie S. Howell

Signature

By (if applicable)

Barrie S. Howell, President

Print Name

Signature

By (if applicable)

Print Name

**JOINT ACTION BY WRITTEN CONSENT
OF THE SOLE SHAREHOLDER AND SOLE DIRECTOR OF
RENHILL HOLDINGS, INC.**

The undersigned, being the sole shareholder (the “Shareholder”) and the sole member of the board of directors (the “Board”) of Renhill Holdings, Inc., an Ohio corporation (the "Corporation"), hereby authorizes, agrees and approves the following resolutions pursuant to Chapter 1701.54 of the Ohio Revised Code:

WHEREAS, the Shareholder and the Board have determined it is in the best interest of the Corporation to consummate a reorganization of the Corporation to convert the current authorized shares of the Corporation into two classes of stock;

NOW, THEREFORE, BE IT

RESOLVED, that the Corporation is hereby authorized and directed to execute and deliver the Plan of Reorganization substantially in the form attached hereto as Exhibit A,

RESOLVED, that pursuant to that certain Plan of Reorganization, Article Fourth of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

The maximum number of shares which the Corporation is authorized to have outstanding is One Thousand Five Hundred (1,500), of which 100 shall be Class A common shares and 1,400 of which shall be Class B common shares. The Class A common shares and the Class B common shares shall have identical rights except that the Class A common shares shall be voting shares and the Class B common shares shall be nonvoting shares.

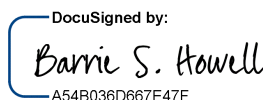
RESOLVED, that the officers of the Corporation are hereby authorized and directed to take all actions necessary or appropriate to effectuate the foregoing Plan of Reorganization and recapitalization of the Corporation, including, but not limited to, the issuance of new share certificates in the manner detailed in the Plan of Reorganization.

[Remainder of this page intentionally left blank]

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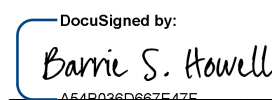
IN WITNESS WHEREOF, the undersigned have taken this action effective this 21st day of June 2021.

SOLE DIRECTOR:

DocuSigned by:

A54B036D667E47F...

Barrie S. Howell

SOLE SHAREHOLDER:

DocuSigned by:

A54B036D667E47F...

Barrie S. Howell, Trustee of the
Barrie S. Howell Revocable Trust

EXHIBIT A

PLAN OF REORGANIZATION

The Articles of Incorporation (the "Articles") of Renhill Holdings, Inc., an Ohio corporation (the "Company"), currently authorize 1,500 shares of common stock, all of which are voting shares (the "Shares"). There are currently 100 Shares issued and outstanding (the "Outstanding Shares"), all of which are owned by Barrie S. Howell, Trustee of the Barrie S. Howell Revocable Trust (the "Shareholder"), who is also the sole director (the "Director") of the Company. The Company desires to recapitalize the capital structure of the Company to authorize two classes of stock, a Class A voting common stock and a Class B nonvoting common stock. There shall be 100 Class A voting shares and 1,400 Class B nonvoting shares. The Company desires to convert the Outstanding Shares into 10 Class A voting shares and 990 Class B nonvoting shares. The Shareholder and the Director intend this recapitalization (the "Recapitalization") to be a tax-free reorganization pursuant to Section 368(a)(1)(E) of the Internal Revenue Code of 1986, as amended (the "Code"). In an attempt to help secure such tax treatment, the Shareholder and the Director shall adopt this Plan of Reorganization (the "Plan"), which sets forth the following steps to be taken in connection with the Recapitalization:

1. **Certificate of Amendment.** A Certificate of Amendment (the "Amended Articles") shall be adopted by the Shareholder and the Director and thereafter filed with the Secretary of State of the State of Ohio. The Amended Articles shall revise the Articles to authorize 100 shares of Class A common stock and 1,400 shares of Class B common stock. The Class A common shares and the Class B common shares shall have identical rights except that the Class B common shares shall not entitle the holder thereof to exercise any voting rights.

2. **Conversion.** Upon the effectiveness of the Amendment, the Outstanding Shares shall be converted into 10 shares of Class A common stock and 990 shares of Class B common stock. The Outstanding Shares shall thereafter be cancelled and retired and all rights with respect to the Outstanding Shares shall otherwise cease.

3. **Surrender of Certificates.** The Shareholder shall surrender to the Company all stock certificates representing the Outstanding Shares. Thereafter, the Company shall issue new stock certificates representing the appropriate number of Class A common shares and Class B common shares.

4. **Other Action.** The officers of the Company shall take all such further steps as are reasonably necessary to complete the Recapitalization of the Company in a manner that qualifies such transaction as a "reorganization" within the meaning of Code Section 368(a)(1)(E).