DOC ID ----> 202312202516

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
05/02/2023	202312202516	AMENDMENT TO ARTICLES (AMD)	61.60	300.00	0.00	0.00

Receipt

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

COGENCY GLOBAL INC.
3958-D BROWN PARK DR
HILLIARD, OH 43026

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Frank LaRose

451881

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

DATA-BASICS INC.

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

Document(s)	Document No(s):
AMENDMENT TO ARTICLES	**202312202516**

Effective Date: 05/02/2023

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 May, A.D. 2023.

Ohio Secretary of State

DOC ID ----> 202312202516

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

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P O Box 1390
Columbus, OH 43216

RECEIVED
2023 MAY -2 PM 12:2

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: DATA-BASICS INC.

Charter Number: 451881

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.): 1701.70(B)(1)

☐ 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.

Arthur Divell
Signature

By (if applicable)

Arthur Divell
Print Name

Signature

By (if applicable)

Print Name

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CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION BY DIRECTORS OF DATA-BASICS INC.

The undersigned, being all of the directors (the "**Directors**") of Data-Basics Inc. (the "**Corporation**"), a corporation organized and existing under the General Corporation Law of the State of Ohio, hereby certify as follows:

1. This Certificate of Amendment (the "**Certificate of Amendment**") amends the provisions of the Corporation's Articles of Incorporation filed with the Secretary of State of the State of Ohio on April 9, 1974 (the "**Articles of Incorporation**").

2. Paragraph 4 of the Articles of Incorporation is hereby amended and restated in its entirety as follows:

> "The maximum number of common shares which the Corporation is authorized to have outstanding is six hundred (600) (the "Common Stock"), all of which shall have no par value. Additionally, the maximum number of Class A preferred shares which the Corporation is authorized to have outstanding is one hundred (100) (the "Class A Preferred Shares"). The preference on the Class A Preferred Shares will be as follows:
>
> (a) The Class A Preferred Shares will have no voting rights or dividend rights other than set forth in Paragraph 4(b) below.
>
> (b) The Class A Preferred Shares will carry an annual dividend rate of 2% per share.
>
> Finally, the maximum number of Class B preferred shares which the Corporation is authorized to have outstanding is sixteen (16) (the "Class B Preferred Shares"). The preference on the Class B Preferred Shares will be as follows:
>
> (a) The Class B Preferred Shares will have no voting rights or dividend rights.
>
> (b) Upon the sale of all or substantially all of the assets or Common Stock of the Corporation, each share of Class B Preferred Stock will automatically redeem to the Corporation for $25,000 per share."

3. This amendment was duly adopted in accordance with the provisions of Ohio Revised Code Section 1701.70(A).

4. All other provisions of the Articles of Incorporation shall remain in full force and effect.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by the undersigned Directors as of 12:01 AM EST on April 27, 2023.

ARTHUR DIVELL

WILLIAM APP



RICHARD MARTIN

DOC ID ----> 202312202516

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by the undersigned Directors as of 12:01 AM EST on April 27, 2023.

ARTHUR DIVELL

WILLIAM APP

RICHARD MARTIN