



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
08/30/2023	202324202926	AMENDED/RESTATED ARTICLES (AMA)	75.00	0.00	0.00	0.00

Receipt

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

PORTER WRIGHT MORRIS & ARTHUR LLP
ONE SOUTH MAIN ST, SUITE 1600
DAYTON, OH 45402

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Frank LaRose
706013

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
ORANGE FRAZER PRESS, INC.

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

Document(s)

AMENDED/RESTATED ARTICLES

Effective Date: 08/30/2023

Document No(s):

202324202926



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
30th day of August, A.D. 2023.

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

ORANGE FRAZER PRESS, INC.

Charter Number

706013

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.

Signature

By (if applicable)
Print Name
Signature
By (if applicable)
Print Name

ORANGE FRAZER PRESS, INC.

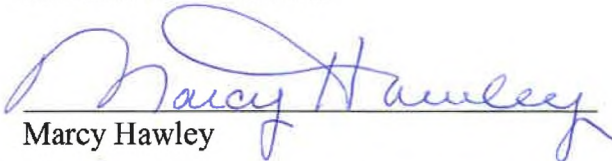
Attachment to Certificate of Amendment to Articles of Incorporation

Resolution Adopted by the Shareholders

Effective: August 30, 2023

RESOLVED, that the Articles of Incorporation of this corporation be amended and restated in its entirety to read as set forth on Exhibit A attached hereto and incorporated herein by this reference.

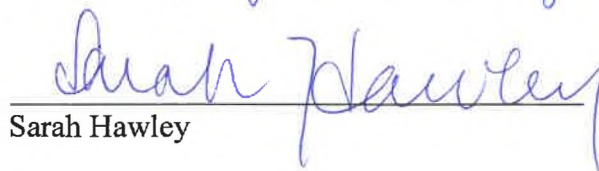
IN WITNESS WHEREOF, the undersigned, being all of the Shareholders of Orange Frazer Press, Inc., have executed this Resolution Adopted by the Shareholders, effective as of the date first written above.



Marcy Hawley



John Baskin



Sarah Hawley

Exhibit A

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ORANGE FRAZER PRESS, INC.**

ARTICLE I: NAME.

The name of this corporation is Orange Frazer Press, Inc. (the “*Corporation*”).

ARTICLE II: PRINCIPAL OFFICE.

The place in Ohio where the principal office of the Corporation is to be located is 37 ½ Main Street, Wilmington, Ohio 45177.

ARTICLE III: PURPOSE.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

ARTICLE IV: AUTHORIZED SHARES.

The total number of shares of all classes of stock that the Corporation has authority to issue is 1,000, consisting of: (a) 750 shares of Class A Common Stock, no par value per share and (b) 250 shares of Class B Common Stock, no par value per share.

A. CLASS A COMMON STOCK

The shares designated as “Common Stock” immediately prior to the effectiveness of these Amended and Restated Articles of Incorporation shall hereinafter be referred to as Class A Common Stock. The following rights, powers privileges and restrictions, qualifications, and limitations apply to the Class A Common Stock.

1. Voting. The holders of the Class A Common Stock are entitled to one vote for each share of Class A Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). Unless required by law, there shall be no cumulative voting. The number of authorized shares of Class A Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote.

2. General. The holders of Class A Common Stock will have all other rights and privileges as set forth under the General Corporation Law, including without limitation the right to dividends if and when declared.

B. CLASS B COMMON STOCK

The rights, powers and privileges, and restrictions, qualifications and limitations, of Class B Common Stock are identical to those of Class A Common Stock except Class B Common Stock does not have any voting rights.

C. RIGHTS TO DIVIDEND AND UPON LIQUIDATION

The rights of the holders of Class A and Class B Common Stock (regardless of the class of the shares) to participate in dividends and in any distribution of assets made upon the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, shall be equal as between the two such classes.

ARTICLE VI: RIGHTS OF CORPORATION

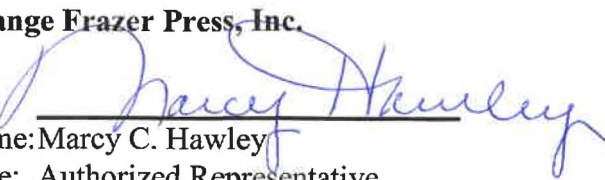
The Corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such times, for such considerations and upon such terms and conditions as may be agreed upon between the Corporation and the selling shareholder or shareholders.

ARTICLE VII: VOTING.

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, 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, shall 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 or classes of shares thereof.

IN WITNESS WHEREOF, Orange Frazer Press, Inc. has caused this Amended and Restated Certificate to be duly executed and acknowledged in its name and on its behalf by an authorized officer as of the date first set forth above.

Orange Frazer Press, Inc.

By: 

Name: Marcy C. Hawley

Title: Authorized Representative